

September 27, 2010

RECORDATION NO. 17077-L FILED

SEP 27 '10 -3 00 PM

SURFACE TRANSPORTATION BOARD

Chief
Section of Administration
Office of Proceedings
Surface Transportation Board (the "Board")
395 E Street, S.W.
Washington, DC 20423-0001

Re: BNSF Railway Company
Termination of Trust Indenture and Security Agreement (BN 1990-A)

Dear Sir or Madam:

I am enclosing for recording pursuant to Section 11301 of Title 49 of the United States Code, two original copies of the Termination of Trust Indenture and Security Agreement (BN 1990-A) dated as of September 27, 2010, between Wilmington Trust Company, not in its individual capacity, but solely as owner trustee (the "Owner Trustee"), and U.S. Bank National Association, as indenture trustee (the "Indenture Trustee").

The enclosed document relates to the Trust Indenture and Security Agreement (BN 1990-A), dated as of September 26, 2007, between the Owner Trustee and the Indenture Trustee, a memorandum of which was recorded) with the Surface Transportation Board on September 24, 2007 at 8:00 A.M. under recordation number 17077-H.

The names and addresses of the parties to the enclosed document are as follows:

Owner Trustee: Wilmington Trust Company
Rodney Square North
1100 North Market Street
Wilmington, Delaware 19890-0001
Attention: Corporate Trust Administration (BN 1990-A)

Indenture Trustee: U.S. Bank National Association
225 Asylum Street, 23rd Floor
Hartford, Connecticut 06103
Attention: Corporate Trust Services (BN 1990-A)

Chapman and Cutler LLP

The equipment covered by the aforesaid Termination of Trust Indenture and Security Agreement consists of all locomotives previously on file and subject to the Trust Indenture and Security Agreement, as the same may have been supplemented, modified or amended.

A short summary of the document to appear in the index follows:

Termination of Trust Indenture and Security Agreement (BN 1990-A) between Wilmington Trust Company, not in its individual capacity, but solely as owner trustee and U.S. Bank National Association, as indenture trustee, dated as of September 27, 2010.

A fee of forty-one (\$41.00) is enclosed. Please time and date stamp the enclosed copy of the enclosed document along with the extra copy of this letter as proof of filing and recordation of the enclosed document and return the original and any extra copies of such document and this letter not needed by the Board for recordation to:

Robert Alvord, Esq.
Alvord and Alvord
1050 Seventeenth Street, N.W.
Suite 301
Washington, D.C. 20036

If you have any questions or need further information, please do not hesitate to contact the undersigned (312-845-2991).

Sincerely,

CHAPMAN AND CUTLER LLP

BY Michael D. Robson
Michael D. Robson

Enclosures

SEP 27 '10 -3 00 PM

SURFACE TRANSPORTATION BOARD

**TERMINATION OF TRUST INDENTURE AND SECURITY AGREEMENT
(BN 1990-A)**

THIS TERMINATION OF TRUST INDENTURE AND SECURITY AGREEMENT is made and entered into as of September 27, 2010 by and between Wilmington Trust Company, a Delaware banking corporation, not in its individual capacity, but solely as Owner Trustee ("*Owner Trustee*") and U.S. Bank National Association, a national banking association, as Indenture Trustee ("*Indenture Trustee*").

1. The Owner Trustee and Indenture Trustee have heretofore entered into that certain Trust Indenture and Security Agreement (BN 1990-A) dated as of September 26, 2007 (as amended, supplemented or modified to date, the "*Indenture*") by which the Owner Trustee granted a security interest in certain locomotives to the Indenture Trustee in order to secure the Owner Trustee's performance of its obligations as described in the Indenture. The Indenture (or a memorandum thereof) was duly recorded with the Surface Transportation Board on September 24, 2007 at 8:00 A.M. under recordation number 17077-H. Capitalized terms used herein without definition have the meanings assigned to them in the Indenture.

2. The Indenture is terminated effective as of the date hereof and the lien in and on the Equipment pursuant to the terms thereof is discharged and released.

3. This Termination of Trust Indenture and Security Agreement shall neither impair nor terminate the rights and obligations of the parties under the Indenture which expressly survive this termination.

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

WILMINGTON TRUST COMPANY, not in its
individual capacity, but solely as owner
trustee

By  _____

Name: Jose L. Paredes
Title: Assistant Vice President

Executed on this 24th day of September, 2010.

U.S. BANK NATIONAL ASSOCIATION

By _____

Name:
Title:

Executed on this ____ day of September, 2010.

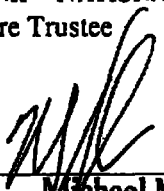
IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

WILMINGTON TRUST COMPANY, not in its
individual capacity, but solely as Owner
Trustee

By _____
Name:
Title:

Executed on this ____ day of September, 2010.

U.S. BANK NATIONAL ASSOCIATION, as
Indenture Trustee

By  _____
Name: Michael M. Hopkins
Title: Vice President

Executed on this 24 day of September, 2010.

STATE OF DELAWARE)
)
COUNTY OF NEW CASTLE) SS.:

On this, the 24 day of September, 2010, before me, a Notary Public in and for said County and State, personally appeared José Paredes, who being by me duly sworn, says that (s)he is the Assistant Vice President of WILMINGTON TRUST COMPANY, that said instrument was signed on September 24, 2010 on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.



Patrick A. Kanar
Name: _____
Notary Public **PATRICK A. KANAR**
My Commission ~~Notary Public - State of Delaware~~
Residing in My Comm. Expires April 6, 2012

STATE OF CONNECTICUT)
)
COUNTY OF HARTFORD) SS.:

On this, the ____ day of September, 2010, before me, a Notary Public in and for said County and State, personally appeared _____, who being by me duly sworn, says that (s)he is the _____ of U.S. BANK NATIONAL ASSOCIATION, that said instrument was signed on September ____, 2010 on behalf of said association by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said association.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Name: _____
Notary Public
My Commission Expires: _____
Residing in _____

STATE OF DELAWARE)
)
COUNTY OF NEW CASTLE) SS.:

On this, the ____ day of September, 2010, before me, a Notary Public in and for said County and State, personally appeared _____, who being by me duly sworn, says that (s)he is the _____ of WILMINGTON TRUST COMPANY, that said instrument was signed on September ____, 2010 on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Name:
Notary Public
My Commission Expires:
Residing in _____

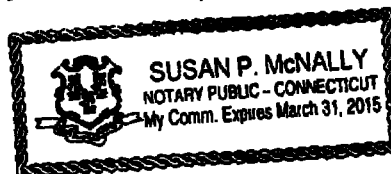
STATE OF CONNECTICUT)
)
COUNTY OF HARTFORD) SS.:

On this, the 24 day of September, 2010, before me, a Notary Public in and for said County and State, personally appeared Michael M. Hopkins, who being by me duly sworn, says that (s)he is the Vice President of U.S. BANK NATIONAL ASSOCIATION, that said instrument was signed on September 24, 2010 on behalf of said association by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said association.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Susan P. McNally

Name:
Notary Public
My Commission Expires:
Residing in Vernon, C.T.



CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: _____

9-27-10



Robert W. Alvord